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18 **UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

20 IN RE ZORAN CORPORATION
21 DERIVATIVE LITIGATION

No. CV 06-05503 WHA

22 **DERIVATIVE ACTION**

23 This Document Relates To:

24 **STIPULATION AND [PROPOSED]
ORDER RE STAY OF PROCEEDINGS
IN LIGHT OF TENTATIVE
SETTLEMENT**

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WHEREAS, the Parties to this litigation have been engaged in discovery and other proceedings pursuant to this Court's June 5, 2007 Amended Case Management Order (Docket No. 107);

WHEREAS, pursuant to Court-ordered mediation before the Hon. Charles Legge, the Parties also engaged in protracted settlement negotiations beginning in September 2007 through the present;

WHEREAS, the Parties recently reached an agreement in principle to settle this matter in its entirety, have signed a Memorandum of Understanding memorializing the terms of the settlement, and are now in the process of finalizing a stipulation of settlement and related documents;

WHEREAS, the Parties expect to finalize these documents and present them to this Court within thirty days;

WHEREAS, the Amended Case Management Order specifies that the non-expert discovery cut-off in this matter is February 29, 2008, with deadlines for expert discovery and other matters thereafter; and

WHEREAS, in light of all of these facts the Parties believe it would be most expeditious to suspend discovery and other non-settlement related proceedings for a period of thirty days, in order to focus their efforts and resources on memorializing the settlement for presentation to this court for approval;

NOW, THEREFORE, the Parties hereby stipulate that, subject to Court approval, all non-settlement related proceedings in this matter will be stayed for a period of thirty days and that all related dates and deadlines, including those set forth in the Amended Case Management Order will be taken off calendar. In the event that the Parties do not execute a stipulation of settlement within thirty days, the Parties will meet and confer promptly regarding an amended case management schedule which they will submit to the Court for consideration.

January 4, 2008

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PURSUANT TO THE ABOVE STIPULATION, IT IS SO ORDERED.

DATED:

Honorable William H. Alsup
United States District Judge